

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

2001 K STREET, NW
WASHINGTON, DC 20006-1047

TELEPHONE (202) 223-7300

LLOYD K. GARRISON (1946-1991)
RANDOLPH E. PAUL (1946-1956)
SIMON H. RIFKIND (1950-1995)
LOUIS S. WEISS (1927-1950)
JOHN F. WHARTON (1927-1977)

WRITER'S DIRECT DIAL NUMBER

(202) 223-7327

WRITER'S DIRECT FACSIMILE

(202) 204-7347

WRITER'S DIRECT E-MAIL ADDRESS

jobrien@paulweiss.com

1285 AVENUE OF THE AMERICAS
NEW YORK, NY 10019-6064
TELEPHONE (212) 373-3000

UNIT 3601, OFFICE TOWER A, BEIJING FORTUNE PLAZA
NO. 7 DONGSANHUAN ZHONGLU, CHAOYANG DISTRICT
BEIJING 100020, PEOPLE'S REPUBLIC OF CHINA
TELEPHONE (86-10) 5828-6300

12TH FLOOR, HONG KONG CLUB BUILDING
3A CHATER ROAD, CENTRAL
HONG KONG
TELEPHONE (852) 2846-0300

ALDER CASTLE
10 NOBLE STREET
LONDON EC2V 7JU, U.K.
TELEPHONE (44 20) 7367 1600

FUKOKU SEIMEI BUILDING
2-2 UCHISAIWAICHO 2-CHOME
CHIYODA-KU, TOKYO 100-0011, JAPAN
TELEPHONE (81-3) 3597-8101

TORONTO-DOMINION CENTRE
77 KING STREET WEST, SUITE 3100
P.O. BOX 226
TORONTO, ONTARIO M5K 1J3
TELEPHONE (416) 504-0520

500 DELAWARE AVENUE, SUITE 200
POST OFFICE BOX 32
WILMINGTON, DE 19899-0032
TELEPHONE (302) 655-4410

PARTNERS RESIDENT IN WASHINGTON

DAVID J. BALL
CRAIG A. BENSON
PATRICK S. CAMPBELL
CHARLES E. DAVIDOW
KENNETH A. GALLO
MARK F. MENDELSON

JANE B. O'BRIEN
ALEX YOUNG K. OH
JOSEPH J. SIMONS
ALEXANDRA M. WALSH
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LAWRENCE G. WEE*
THEODORE V. WELLS, JR.
STEVEN J. WILLIAMS*
LAWRENCE I. WITDORCHIC*
MARK B. WLZLO*
JULIA T.M. WOOD
JORDAN E. YARETT*
KAYE N. YOSHINO*
TONG YU*
TRACEY A. ZACCONE*
T. ROBERT ZOCHOWSKI, JR.*

*NOT AN ACTIVE MEMBER OF THE DC BAR

November 11, 2014

By Hand Delivery and ECF

The Honorable William H. Pauley III
U.S. District Court, Southern District of New York
Daniel Patrick Moynihan U.S. Courthouse
500 Pearl Street
New York, NY 10007-1312

The Dial Corporation, et al. v. News Corporation, et al.,
No. 13-cv-6802 (WHP) (S.D.N.Y.)

Dear Judge Pauley:

We write on behalf of Defendants News Corporation, News America, Inc., News America Marketing FSI L.L.C., and News America Marketing In-Store Services L.L.C. (collectively, "NAM") in the above-referenced action, regarding NAM's October 10, 2014 motion to seal certain materials filed in connection with opposing Plaintiffs' motion for class certification, and further to the Court's October 22, 2014 order and Plaintiffs' November 7, 2014 letter.

Plaintiffs BEF Foods, Inc. and HP Hood LLC designated the documents attached as Exhibits 4 and 5 to the Declaration of William B. Michael, filed October 10, 2014, respectively, as "Confidential" pursuant to the protective order in this case. As reflected in Plaintiffs' November 7 letter, BEF Foods, Inc. and HP Hood LLC "do not

object to the public filing” of these documents, notwithstanding their confidentiality designation. NAM respectfully submits that Exhibits 4 and 5 should remain under seal, for the reasons set forth in the Declaration of Christopher Blanco, dated November 10, 2014.

Consistent with the foregoing, this Court’s October 22, 2014 order, and Plaintiffs’ November 7, 2014 submission, NAM respectfully requests that the Court grant the enclosed proposed order. In addition, please find enclosed a proposed order to seal Exhibits 4 and 5. NAM respectfully requests that the Court grant the proposed order. Plaintiffs do not oppose this request.

Respectfully submitted,

/s/ Jane B. O’Brien

Jane B. O’Brien

Enclosures

cc: Counsel of Record (via ECF)